

JOINT RESOLUTION OF THE MANAGERS AND MAJORITY IN INTEREST OF
MEMBERS OF MIDNIGHT MADNESS DISTILLING, LLC

The undersigned managers ("**Managers**") and members who in the aggregate hold more than 50% of all the issued and outstanding Class A Units of the Company (the "**Majority In Interest**") of Midnight Madness Distilling, LLC ("**Company**" or "**Debtor**"). The Managers and Majority In Interest hereby waive all requirements as to notice of meeting and hereby consent to the adoption of the following resolutions as if they had been adopted during a duly convened meeting of the members and Managers held on June 3rd, 2021 pursuant to Sections 5.15 and 6.5 of the Company's Operating Agreement.

WHEREAS, the Company is insolvent and unable to pay its debts as they mature; and

WHEREAS, it would be in the best interests of creditors for the Company to file a voluntary petition under Chapter 11 of the Bankruptcy Code

WHEREAS, the Company's Operating Agreement as amended by the First Amendment to the Operating Agreement dated the same date herewith (the "First Amendment") provides that either the Managers or Majority In Interest may authorize, execute and verify or certify a petition under the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court.

NOW, THEREFORE, IT IS:

RESOLVED, that the First Amendment is hereby approved and ratified;

RESOLVED, that each of the Managers of the Board of Managers of the Company, CASEY PARZYCH and ANGUS RITTENBURG (each an "Authorized Person"), are hereby authorized and empowered individually, on behalf of, and in the name of, the Company to execute and verify or certify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Pennsylvania (the "Bankruptcy Court") at such time as said Authorized Person may execute the same or shall otherwise determine it is in the best interest of the Company; and

RESOLVED, that any Authorized Person is hereby authorized and empowered on behalf of, and in the name of, the Company to execute and file all petitions, schedules, lists, and other papers and to take any and all action that any of the Authorized Persons may deem necessary, proper or desirable in connection with the Chapter 11 case, with a view to the successful prosecution of the case; and

RESOLVED, that any Authorized Person is hereby authorized and empowered on behalf of, and in the name of, the Company to execute a plan of reorganization under Chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed with the Bankruptcy Court at such time as said Authorized Person executing the same shall determine; and

RESOLVED, that the law firm of Flaster/Greenberg, P.C., is hereby employed as reorganization counsel for the Company upon such terms and conditions as the Authorized Persons shall approve, to render legal services to, and to represent the Company in connection with the Chapter 11 case, subject to Bankruptcy Court approval; and

RESOLVED, that any Authorized Person of the Company is hereby authorized and empowered on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, appraisers, broker, financial advisers and other professionals to assist in the Company's Chapter 11 case on such terms as are deemed necessary, proper or desirable; and

RESOLVED, that in connection with the commencement of the Chapter 11 case by the Company, any Authorized Person of the Company is hereby authorized and empowered on behalf of, and in the name of, the Company to perform such duties including but not limited to negotiating, executing and delivering a debtor-in-possession loan facility and/or agreements for the use of cash collateral (including in connection therewith, such notes, security agreements and other agreements or instruments as such officers consider appropriate), agreements of sale of assets of the Debtor, a plan of reorganization and necessary proceedings on such terms and conditions as such officer executing the same may consider necessary, proper or desirable, such determination to be conclusively evidenced by such execution or the taking of such action, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Company; such other business issues that may arise.

RESOLVED, that any and all past actions heretofore taken by the Authorized Person, any officer or any member of the Company in the name and on behalf of such Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects.

IN WITNESS WHEREOF, the undersigned have caused this Resolution to be duly executed as of the 3rd day of June, 2021.



CASEY PARZYCH, Manager and owner of 4,550 Class A Units (52.43%) of the Class A Units of the Company



ANGUS RITTENBURG, Manager and owner of 330 Class A Units (3.80%) of the Class A Units of the Company